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March 13, 2001

Via Hand-Delivery

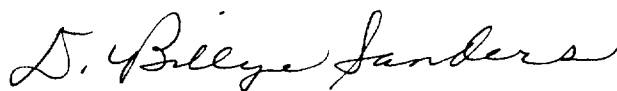
K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC, as Amended to Substitute Memphis Broadband for A&L; Docket No.99-00909 -- Joint Stipulations in Response to the Motion to Compel

Dear Mr. Waddell:

Pursuant to the directive of the Pre-Hearing Officer at the Pre-Hearing Conference in this docket held on March 8, 2001, attached you will find the original and thirteen (13) copies of the Joint Stipulations in Response to the Motion to Compel filed on behalf of Memphis Networx, LLC, Memphis Light Gas & Water Division, Memphis Broadband, LLC and Intervenors Tennessee Cable Telecommunications Association, Time Warner Communications and Time Warner Telecom of the MidSouth, L.P.

Sincerely,



D. Billye Sanders

DBS:lmb
Enclosures

cc: Chuck Welch, Esq.
John Farris, Esq.
Ward Huddleston, Esq.
Knox Walkup, Esq.
Charlotte Knight Griffin, Esq.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORKX, LLC.

Docket No. 99-00909

JOINT STIPULATIONS IN RESPONSE TO THE MOTION TO COMPEL

COME NOW Applicant Memphis Networkx, LLC ("Memphis Networkx"), Joint Petitioners Memphis Light, Gas & Water Division ("MLGW") and Memphis Broadband, LLC ("Memphis Broadband"), and Intervenor Tennessee Cable Telecommunications Association ("TCTA"), Time Warner Communications and Time Warner Telecom of the Mid-South, L.P. (collectively "Time Warner"), pursuant to direction of the Pre-Hearing Officer at the March 8, 2001 Pre-Hearing Conference, and hereby file these Joint Stipulations in response to the Motion to Compel¹ filed by TCTA and Time Warner on February 5, 2001.

¹ Data Requests Numbers 1(a), 2, 3, 9, 11, 13, 14, 16, 22-30, 32-34, and 39 were not included in the Motion to Compel.

STIPULATIONS

1. **Request No. 1(b):** Produce a copy of any and all documentation evidencing the sale of the membership interest of A&L in Memphis Networx to Memphis Broadband, including all closing documents and including documentation identifying all individuals who had any involvement with such sale.

Stipulation: Applicant and Joint Petitioners agree to make the closing documents available for review by Time Warner and TCTA at Waller Lansden Dortch & Davis, PLC at a time mutually convenient for the parties, subject to the provisions of the Protective Order. Such documents will be made available for review by the Consumer Advocate Division and TRA Staff under the same terms.

4. **Request No. 4:** Identify when Memphis Broadband, Memphis Angels, M-Net 2000 and Belz Broadband were formed and set forth their business structures, listing all parent companies, subsidiaries, affiliates, present and former officers, employees, agents, directors and all other persons acting or purporting to act on behalf of these entities. Provide a copy of the charter and a list of all shareholders (or comparable investors if not organized as a traditional corporation) of these entities if not previously provided.

Stipulation: TCTA and Time Warner agree that the prior response provided by Applicant and Joint Petitioners is satisfactory.

5. **Request No. 5:** Provide a copy of any business plans since October of 1999 of A&L, Memphis Broadband, Memphis Networx, Memphis Angels, M-Net 2000, Belz Broadband or any entity in which Mr. Lowe has any interest whatsoever.

Stipulation: TCTA and Time Warner agreed to narrow this request to business plans pertaining to Memphis Networx. A supplemental response to this data request will be made.

6. **Request No. 6:** Provide a detailed breakdown identifying "Prior Costs" and "Subsequent Costs" as those terms are defined in the Amendment to the Application and Joint Petition at Articles 1.39 and 1.41.

Stipulation: Applicant and Joint Petitioners have agreed to provide the supporting documentation with respect to Subsequent Costs in a supplemental response. The supporting documentation concerning Prior Costs was previously provided.

7. **Request No. 7:** Provide a detailed breakdown identifying “Subsequent Costs” as that term is defined at Article 1.41 of the Amended and Restated Operating Agreement.

Stipulation: Please see stipulation to #6 above.

8. **Request No. 8:** Provide documentation evidencing that MLGW has made Capital Contributions to Memphis Network of \$2,795,185.00 and that Memphis Broadband has made Capital Contributions to Memphis Network of \$2,789,359.60 as stated in Article 9.1(a) of the Amended and Restated Operating Agreement, and evidencing all other cost calculations for figures listed at Article 9.1(a).

Stipulation: Please see stipulation to #6 above.

10. **Request No. 10:** Provide a copy of any agreement or other documentation between A&L, Memphis Broadband, MLGW and/or any third party relating in any way to the substitution of Memphis Broadband as a member.

Stipulation: In addition to the documents which will be made available for review in response to data request 1(b), Applicant and Joint Petitioners agree to provide a supplemental response.

12. **Request No. 12:** Identify and provide a copy of any and all contracts or agreements entered into between MLGW and Mr. Alex Lowe or any entity in which Mr. Lowe acts in a representative capacity since October 1, 1999. Identify whether any such contract or agreement has been extended in any manners since the parties entered into any contract or agreement.

Stipulation: Joint Petitioner MLGW has agreed to provide TCTA and Time Warner with a copy of renewal contract number 10368 between A&L Underground, Inc. and MLGW, which was described in the previous response.

15. **Request No. 15:** Produce copies of all invoices and shipping orders for cable or conduit purchased by MLGW and referred to in Article 9.1(a) of the Amended and Restated Operating Agreement.

Stipulation: TCTA and Time Warner agree that the prior confidential response provided by Applicant and Joint Petitioners is satisfactory.

17. **Request No. 17:** Provide a copy of all documentation evidencing MLGW’s audit of the expense “true up” discussed in Article 9.1 of the Amended and Restated Operating Agreement.

Stipulation: No stipulation has been agreed to by the parties. A supplemental response will be made.

18. Request No. 18: Identify and provide any and all documents regarding the amount of joint and common costs incurred by MLGW during FY 2000 and the first month of 2001.

Stipulation: A prior response was made. No stipulation has been agreed to by the parties.

19. Request No. 19: Identify and provide any and all documents showing the dollar amount of joint and common costs allocated to each division of MLGW during FY 2000 and the first month of 2001.

Stipulation: A prior response was made. No stipulation has been agreed to by the parties.

20. Request No. 20: Identify and provide any and all documents showing the organization expenses incurred by or on behalf of Memphis Networkx through February 5, 2001.

Stipulation: Time Warner and TCTA agreed that a copy of the financial statement of Memphis Networkx would satisfy this request. Applicant and Joint Petitioners have agreed to provide such documentation under seal in a supplemental response.

21. Request No. 21: Identify and provide any and all documents showing the total payments made to managerial consultants, technical consultants and legal counsel by or on behalf of Memphis Networkx as of February 5, 2001. Identify the account to which each of these expenditures has been or will be classified.

Stipulation: No stipulations were agreed to by the parties. However, a supplemental response will be made under seal.

31. Request No. 31: Identify, describe and provide any and all documents Memphis Networkx, A&L, Memphis Broadband and/or MLGW may have prepared indicating the economic viability of the Memphis Networkx venture or the review or update of Memphis Networkx's business plan to reflect changes in the market and customer demand which may have occurred since the filing of the original Application.

Stipulation: No stipulations were agreed to by the parties. However, a supplemental response will be made.

35. Request No. 35: Identify each investor and principal of Memphis Broadband that have “direct experience in startup projects in Shelby County” as well as the identity of the startup project (Supplemental Testimony of William Larry Thompson, page 4).

Stipulation: TCTA and Time Warner agree that the prior response was satisfactory.

36. Request No. 36: Provide a complete explanation for the term “digital divide” according to MLGW’s, Memphis Broadband’s and/or Memphis Networkx’ understanding of such term and provide a copy of all workpapers and/or studies that have been prepared by or on behalf of MLGW, Memphis Broadband, A&L, and Memphis Networkx that discuss the investment required to bridge the digital divide in Shelby County.

Stipulation: A prior response was made. No stipulations were agreed to by the parties.

37. Request No. 37: Provide a description of the term “underserved area” as used in the prefiled testimony of William Larry Thompson and Andrew Seamons and identify each geographic area within Shelby County that is deemed to be “underserved” according to MLGW, Memphis Broadband and/or Memphis Networkx.

Stipulation: A prior response was made. No stipulations were agreed to by the parties.

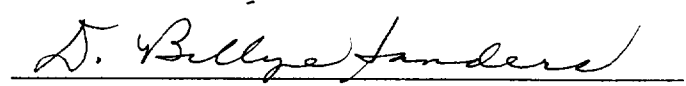
38. Request No. 38: Provide the investment of A&L’s ownership interest in Memphis Networkx on November 29, 2000 when Memphis Broadband acquired A&L’s membership interest and provide the amount of premium that Memphis Broadband paid to A&L in excess of A&L’s ownership interest in Memphis Networkx.

Stipulation: See stipulation #1 (b) above.

39. Depositions. MLGW, Memphis Broadband, Time Warner and TCTA agree that if depositions take place the following date and time is agreeable: March 19, 2001, 9:30 a.m. The aforementioned parties agree that such depositions, if any, will be taken in Nashville at the TRA. Applicant and Joint Petitioners request that the depositions of each deponent be limited to one hour. Time Warner and TCTA do not agree to such time limitation. Time Warner and TCTA will be responsible for making arrangements for a court reporter.

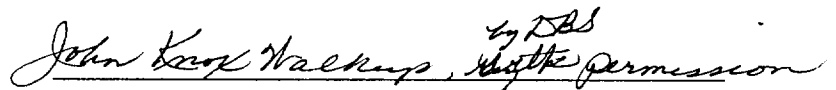
40. **Pre-filed Testimony.** If Time Warner or TCTA files testimony which is due on March 21, 2001 by 4:00 p.m., Applicant and Joint Petitioners reserve the right to file additional pre-filed testimony in response.

Respectfully submitted,



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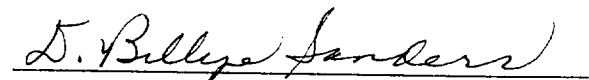
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Attorneys for Tennessee Cable
Telecommunications Assoc., Time Warner
Communications and Time Warner Telecom
of the Mid-South, L.P.

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 13th day of March, 2001, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


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